

# Exhibit B

Declaration of Ann C. DeLuce

**IN THE UNITED STATES DISTRICT COURT FOR  
THE SOUTHERN DISTRICT OF NEW YORK**

ALBERT T. BEANE, JR.,

*Plaintiff,*

v.

THE BANK OF NEW YORK MELLON, BNY  
CONVERGEX EXECUTION SOLUTIONS LLC  
AND CALLAN ASSOCIATES, INC.

*Defendants.*

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§  
§

Case No. 1:07-cv-09444-RMB

**DECLARATION OF ANN C. DELUCE**

I, Ann C. DeLuce, declare and state as follows:

1. I am the Executive Vice President of Legal and Corporate Communications at Callan Associates, Inc., a named defendant in the above-captioned matter. I offer this Declaration in support of the joint motion of the defendants Bank of New York Mellon, BNY ConvergeX Solutions LLC (the “BNY Defendants”) and Callan Associates, Inc. (“Callan”) to dismiss plaintiff’s complaint. The statements set forth in this Declaration are based upon my personal knowledge, upon information that I acquired during the regular performance of my duties as Executive Vice President of Callan, and from reports and records kept in the course of Callan’s regularly conducted business activity, and which reports it was Callan’s regular practice to make.

2. Callan received \$1,494,508.67 from the Federal-Mogul Corporation Pension Plan during the period of October 1, 1998 to December 31, 2006. The Federal-Mogul Corporation Pension Plan was billed by calendar year as follows:

10/1-12/31/98	\$56,466.63
1999	\$297,030.97

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De Luce

925-285-9560

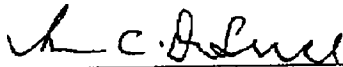
p.2

2000	\$429,294.63
2001	\$267,991.44
2002	\$132,112.50
2003	\$93,612.50
2004	\$123,000.00
2005	\$95,000.00
2006	\$0.00

A copy of the relevant billing invoices and reports to the Federal-Mogul Corporation Pension Plan for each calendar year is attached as Exhibit A.

I state under penalty of perjury that the foregoing is true and correct.

San Francisco, California  
April 17, 2008

  
\_\_\_\_\_  
Ann C. DeLuce

## Exhibit A

CALLAN ASSOCIATES<sup>INC</sup>

## INVOICE AND STATEMENT

INVOICE #: 9812061-IN  
 DATE: DECEMBER 31, 1998  
 CLIENT #: 0000800  
 CNSLT: RG  
 PAGE #: 1

SAN FRANCISCO

NEW YORK

CHICAGO

ATLANTA

DENVER

MS. SHIRLEY R. HAY  
 FEDERAL-MOGUL CORPORATION  
 DEFINED BENEFIT PLAN  
 26555 NORTHWESTERN HIGHWAY  
 SOUTHFIELD, MI 48034

PREVIOUS BALANCE:

\$56,466.63

PLEASE NOTE: CHASE CHECK #340148 DATED 12/23/98  
 IN THE AMOUNT OF \$56,466.63 WAS REC'D ON  
 1/06/98 AND WILL BE CREDITED ON YOUR JANUARY  
 1999 INVOICE AND STATEMENT.  
 THANK YOU AND HAPPY NEW YEAR !

CONSULTING SERVICES:

NO BILLING THIS MONTH

\$ .00

TOTAL CONSULTING SERVICES:

\$ .00

TOTAL BALANCE DUE:

\$56,466.63

## =====

## YEAR TO DATE SUMMARY:

CARRYOVER BALANCE FROM PREVIOUS YR	+ FEES CHARGED	- CASH PAYMENTS	- CASH CREDITS	TOTAL BALANCE DUE
\$ .00	\$56,466.63	\$ .00	\$ .00	\$56,466.63

	56466.63				56466.63
Current	30 - 60	61 - 90	91 - 180	181+	Total Due

CALLAN ASSOCIATES<sup>INC</sup>

## INVOICE AND STATEMENT

INVOICE #: 9912496-IN  
 DATE: DECEMBER 31, 1999  
 CLIENT #: 0000800  
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 PAGE #: 1

SAN FRANCISCO

NEW YORK

CHICAGO

ATLANTA

DENVER

MS. SHIRLEY R. HAY  
 FEDERAL-MOGUL CORPORATION  
 DEFINED BENEFIT PLAN  
 26555 NORTHWESTERN HIGHWAY  
 SOUTHFIELD, MI 48034

PREVIOUS BALANCE: \$ 105,799.11

## CONSULTING SERVICES:

NO BILLING THIS MONTH

\$ .00

TOTAL CONSULTING SERVICES:

\$ .00

TOTAL BALANCE DUE: \$ 105,799.11

## =====

## YEAR TO DATE SUMMARY:

CARRYOVER BALANCE FROM PREVIOUS YR	+ FEES CHARGED	- CASH PAYMENTS	- CASH CREDITS	TOTAL BALANCE DUE
\$56,466.63	\$297,030.97	( \$247,698.49)	\$ .00	\$105,799.11

	105799.11				105799.11
Current	30 - 60	61 - 90	91 - 180	181+	Total Due

Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC.  
 R/M Date: 03/31/08 BILLING HISTORY BY INVOICE

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LINE DATE	WORK WORK CODE CODE DESCRIPTION	EMPL CODE	INVOICE NUMBER
FEDERAL-MOGUL CORP DEFINED		0000800	
BILLING ACTIVITY FOR THE YEAR '00			
FOR DATE: 01/00			
01/31/00 AX	NAMED FIDUCIARY CONSULTING	RAG	\$105,963.27 0001071
DATE 01/00 TOTAL			\$105,963.27
=====			
FOR DATE: 05/00			
05/31/00 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$109,637.36 0005043
DATE 05/00 TOTAL			\$109,637.36
=====			
FOR DATE: 09/00			
09/30/00 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$108,486.70 0009182
DATE 09/00 TOTAL			\$108,486.70
=====			
FOR DATE: 11/00			
11/30/00 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$105,207.30 0011178
DATE 11/00 TOTAL			\$105,207.30
=====			
BILLING ACTIVITY '00 TOTAL:			\$429,294.63
=====			
FEDERAL-MOGUL CORP DEFINED TOTAL:			\$429,294.63
=====			
REPORT TOTAL:			\$429,294.63
=====			

Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC.  
 R/M Date: 03/31/08 BILLING HISTORY BY INVOICE

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LINE DATE	WORK WORK CODE CODE DESCRIPTION	EMPLY CODE	INVOICE NUMBER
FEDERAL-MOGUL CORP DEFINED 0000800			
BILLING ACTIVITY FOR THE YEAR '01			
FOR DATE: 02/01			
02/28/01 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$101,108.69 0102076
DATE 02/01 TOTAL			\$101,108.69
FOR DATE: 05/01			
05/31/01 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$92,706.80 0105118
DATE 05/01 TOTAL			\$92,706.80
FOR DATE: 08/01			
08/31/01 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$30,842.62 0108079
08/31/01 CP4	BUNDLED CONSULTING & RPTS	RAG	\$32,500.00 0108079
DATE 08/01 TOTAL			\$63,342.62
FOR DATE: 10/01			
10/17/01 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$30,842.62- 0110001
10/18/01 AX4	NAMED FIDUCIARY CONSULTING	RAG	\$30,842.62 0110002
10/17/01 CP4	BUNDLED CONSULTING & RPTS	RAG	\$32,500.00- 0110001
10/18/01 CP4	BUNDLED CONSULTING & RPTS	RAG	\$10,833.33 0110002
DATE 10/01 TOTAL			\$21,666.67-
FOR DATE: 11/01			
11/30/01 CP4	BUNDLED CONSULTING & RPTS	RAG	\$32,500.00 0110130
DATE 11/01 TOTAL			\$32,500.00
BILLING ACTIVITY '01 TOTAL:			\$267,991.44
FEDERAL-MOGUL CORP DEFINED TOTAL:			\$267,991.44
REPORT TOTAL:			\$267,991.44



Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC.  
 R/M Date: 03/31/08 BILLING HISTORY BY INVOICE

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LINE DATE	WORK WORK CODE CODE DESCRIPTION	EMPLY CODE	INVOICE NUMBER
FEDERAL-MOGUL CORP DEFINED		0000800	
BILLING ACTIVITY FOR THE YEAR '02			
FOR DATE: 02/02			
02/28/02 CP4	BUNDLED CONSULTING & RPTS	RAG	\$32,500.00 0202340
DATE 02/02 TOTAL			\$32,500.00
=====			
FOR DATE: 05/02			
05/31/02 CP4	BUNDLED CONSULTING & RPTS	RAG	\$32,500.00 0205091
DATE 05/02 TOTAL			\$32,500.00
=====			
FOR DATE: 08/02			
08/31/02 CP4	BUNDLED CONSULTING & RPTS	RAG	\$33,556.25 0208138
DATE 08/02 TOTAL			\$33,556.25
=====			
FOR DATE: 11/02			
11/30/02 CP4	BUNDLED CONSULTING & RPTS	RAG	\$33,556.25 0211094
DATE 11/02 TOTAL			\$33,556.25
=====			
BILLING ACTIVITY '02 TOTAL:			\$132,112.50
=====			
FEDERAL-MOGUL CORP DEFINED TOTAL:			\$132,112.50
=====			
REPORT TOTAL:			\$132,112.50
=====			

Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC.  
 R/M Date: 03/31/08 BILLING HISTORY BY INVOICE

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LINE DATE	WORK WORK CODE CODE DESCRIPTION	EMPL CODE	INVOICE NUMBER
FEDERAL-MOGUL CORP DEFINED 0000800			
BILLING ACTIVITY FOR THE YEAR '03			
FOR DATE: 02/03			
02/28/03 CP4	BUNDLED CONSULTING & RPTS	RAG	\$33,556.25 0302103
DATE 02/03 TOTAL			\$33,556.25
FOR DATE: 05/03			
05/31/03 CP4	BUNDLED CONSULTING & RPTS	RAG	\$33,556.25 0305133
DATE 05/03 TOTAL			\$33,556.25
FOR DATE: 08/03			
08/31/03 CP4	BUNDLED CONSULTING & RPTS	RAG	\$33,556.25 0308144
DATE 08/03 TOTAL			\$33,556.25
FOR DATE: 09/03			
09/30/03 CP4	BUNDLED CONSULTING & RPTS	RAG	\$33,556.25- 0309179
DATE 09/03 TOTAL			\$33,556.25-
FOR DATE: 10/03			
10/31/03 CP4	BUNDLED CONSULTING & RPTS	RAG	\$21,000.00- 0310220
10/31/03 CP4	BUNDLED CONSULTING & RPTS	RAG	\$23,750.00 0310220
DATE 10/03 TOTAL			\$2,750.00
FOR DATE: 11/03			
11/30/03 CP4	BUNDLED CONSULTING & RPTS	RAG	\$23,750.00 0311140
DATE 11/03 TOTAL			\$23,750.00
BILLING ACTIVITY '03 TOTAL:			\$93,612.50
FEDERAL-MOGUL CORP DEFINED TOTAL:			\$93,612.50
REPORT TOTAL:			\$93,612.50

Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC.  
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LINE DATE	WORK WORK CODE CODE DESCRIPTION	EMPLY CODE	INVOICE NUMBER
FEDERAL-MOGUL CORP DEFINED 0000800			
BILLING ACTIVITY FOR THE YEAR '04			
FOR DATE: 02/04			
02/29/04 CP4	BUNDLED CONSULTING & RPTS	RAG	\$23,750.00 0402125
DATE 02/04 TOTAL			\$23,750.00
=====			
FOR DATE: 05/04			
05/31/04 CP4	BUNDLED CONSULTING & RPTS	KEB	\$23,750.00 0405104
DATE 05/04 TOTAL			\$23,750.00
=====			
FOR DATE: 08/04			
08/31/04 CP4	BUNDLED CONSULTING & RPTS	KEB	\$23,750.00 0408065
DATE 08/04 TOTAL			\$23,750.00
=====			
FOR DATE: 11/04			
11/30/04 CP4	BUNDLED CONSULTING & RPTS	KEB	\$23,750.00 0411134
11/30/04 IE	INTL SEARCH- EQUITY	KEB	\$28,000.00 0411134
DATE 11/04 TOTAL			\$51,750.00
=====			
BILLING ACTIVITY '04 TOTAL:			\$123,000.00
=====			
FEDERAL-MOGUL CORP DEFINED TOTAL:			\$123,000.00
=====			
REPORT TOTAL:			\$123,000.00
=====			

Run Date: 04/17/08 SEG CALLAN ASSOCIATES INC.  
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LINE DATE	WORK WORK CODE CODE DESCRIPTION	EMPLY CODE	INVOICE NUMBER
FEDERAL-MOGUL CORP DEFINED		0000800	
BILLING ACTIVITY FOR THE YEAR '05			
FOR DATE: 02/05			
02/28/05 CP4	BUNDLED CONSULTING & RPTS	KEB	\$23,750.00 0502111
DATE 02/05 TOTAL			\$23,750.00
=====			
FOR DATE: 05/05			
05/31/05 CP4	BUNDLED CONSULTING & RPTS	KEB	\$23,750.00 0505104
DATE 05/05 TOTAL			\$23,750.00
=====			
FOR DATE: 08/05			
08/31/05 CP4	BUNDLED CONSULTING & RPTS	KEB	\$23,750.00 0508080
DATE 08/05 TOTAL			\$23,750.00
=====			
FOR DATE: 09/05			
09/30/05 CP4	BUNDLED CONSULTING & RPTS	KEB	\$23,750.00 0509314
DATE 09/05 TOTAL			\$23,750.00
=====			
BILLING ACTIVITY '05 TOTAL:			\$95,000.00
=====			
FEDERAL-MOGUL CORP DEFINED TOTAL:			\$95,000.00
=====			
REPORT TOTAL:			\$95,000.00
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De Luce

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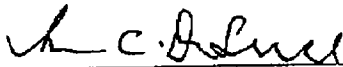
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2000	\$429,294.63
2001	\$267,991.44
2002	\$132,112.50
2003	\$93,612.50
2004	\$123,000.00
2005	\$95,000.00
2006	\$0.00

A copy of the relevant billing invoices and reports to the Federal-Mogul Corporation Pension Plan for each calendar year is attached as Exhibit A.

I state under penalty of perjury that the foregoing is true and correct.

San Francisco, California  
April 17, 2008

  
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Ann C. DeLuce